

**STATE OF SOUTH CAROLINA
BEFORE THE SOUTH CAROLINA PUBLIC SERVICE COMMISSION**

In re:)	
)	
Application of)	
Airespring, Inc.)	
)	
For a Certificate of Public)	DOCKET NO.
Convenience and Necessity to)	
Provide)	
Local Exchange)	
Telecommunications Services and)	
for local service offerings to be regulated)	
in accordance with procedures authorized)	
for NewSouth Communications in Order)	
No. 98-165 in docket No. 97-467-C		

APPLICATION OF AIRESPRING, INC.

FOR AUTHORITY TO PROVIDE RESOLD AND FACILITIES-BASED

LOCAL EXCHANGE SERVICE

Airespring, Inc. ("Airespring" or "Applicant"), pursuant to S.C. Code Ann. § 56-9-280(B)¹ and Section 253 of the Telecommunications Act of 1996², respectfully submits this Application for Authority to Provide Resold and Facilities-Based Local Exchange Service ("Application") in the State of South Carolina and for local service offerings to be regulated in accordance with procedures authorized for NewSouth Communications in Order No. 98-165 in docket No. 97-467-C.

¹As amended by Act No. 354, signed by the Governor on June 6, 1996.

²Telecommunications Act of 1996, 47 U.S.C. § 253 (1996).

Airespring intends to provide local exchange service to customers located in non-rural local exchange carriers' service areas of South Carolina. Should its Application be granted, Airespring plans to commence offering service immediately upon the establishment of the appropriate and necessary resale arrangements with the incumbent Local Exchange Carriers ("LECs"). Applicant will be negotiating an interconnection/resale agreement with BellSouth Telecommunications, Inc. d/b/a AT&T South Carolina ("AT&T") to provide local service.

Approval of this Application will promote the public interest by increasing the level of competition in the South Carolina telecommunications market. Ultimately, competition will compel all telecommunications service providers to operate more efficiently and pass the resultant cost savings on to consumers. In addition, as a result of competition, the overall quality of local exchange service will improve.

In support of its Application, Airespring states as follows:

I. Introduction

1. The name and address of the Applicant are:

Airespring, Inc.
6060 Sepulveda Blvd.
Van Nuys, California 91411

2. All correspondence, notices, inquiries and other communications regarding this Application should be directed to:

Lance J.M. Steinhart
Lance J.M. Steinhart, P.C.
1725 Windward Concourse
Suite 150
Alpharetta, Georgia 30005
Telephone: 770/232-9200
Facsimile: 770/232-9208
E-Mail: lsteinhart@telecomcounsel.com

Local Counsel:
Scott Elliott, Esq.
Elliott & Elliott, P.A.
1508 Lady Street
Columbia, SC 29201
Telephone: 803/771-0555
Facsimile: 803/771-8010
E-Mail: selliott@elliottlaw.us

3. In support of this Application, the following exhibits are attached hereto:
- a. Exhibit A - Airespring, Inc.'s Certificate of Incorporation filed with the Secretary of State for the State of Delaware;
 - b. Exhibit B - Airespring, Inc.'s Certificate of Authority to Operate in South Carolina as a Foreign Corporation;
 - c. Exhibit C - Airespring, Inc.'s Profit & Loss for the period ending December 31, 2013 and Balance Sheet as of December 31, 2013.
 - d. Exhibit D - Biographies of selected Airespring, Inc. management; and
 - e. Exhibit E - Illustrative Price List for Local Exchange Service.

II. Description of the Applicant

1. General Information

Applicant is a Delaware corporation, which was formed on May 24, 2001. The company is headquartered at 6060 Sepulveda Blvd., Van Nuys, California 91411.

2. Customer Service

Airespring's customer service representatives are available to assist its customers and will promptly respond to all customer inquiries. Customers may call (888) 389-2899 or a local number. The applicable toll free or local numbers will be printed on customers' monthly billing statements. Alternately, customers wishing to communicate with an Airespring's customer service representative in writing may send written correspondence to Airespring at:

Airespring, Inc.
ATTN: Customer Service
6060 Sepulveda Blvd.
Van Nuys, California 91411

Airespring's customer service representatives are prepared to respond to a broad range of service matters, including inquiries regarding: (1) the types of services offered by Airespring and the rates associated with such services; (2) monthly billing statements; (3) problems or concerns pertaining to a customer's current service; and (4) general service matters.

III. Airespring, Inc. Possesses the Technical, Managerial and Financial Expertise Necessary to Provide Local Exchange Service

Airespring possesses the requisite technical, financial and managerial capabilities to operate as a competitive telecommunications provider. These capabilities are explained in detail below.

1. Financial Qualifications

Airespring is financially able to provide the services proposed in its tariff as evidenced by its Profit & Loss for the period ending December 31, 2013 and Balance Sheet as of December 31, 2013.

2. Managerial Qualifications

Airespring's senior management team is highly skilled, having acquired considerable experience in the telecommunications industry. Using this extensive expertise, Airespring's management team has developed innovative marketing strategies. In conjunction with effective financial and operational measures, these marketing strategies will enable the company to provide quality service at competitive rates, while resulting in profitable operations for the Applicant. Airespring has extensive experience in the technical, managerial, and financial aspects of the telecommunications industry.

3. Technical Qualifications

Applicant's key management personnel have significant business and telecommunications experience. Applicant is currently authorized to provide interexchange and/or local exchange service in Arizona, Alabama, Arkansas, California, Colorado, Connecticut, District of Columbia, Delaware, Florida, Georgia, Idaho, Illinois, Indiana, Iowa, Kansas, Maryland, Louisiana, Massachusetts, Michigan, Minnesota, Mississippi, Missouri, Montana, Nebraska, Nevada, New Hampshire, New Jersey, New York, New Mexico, North Carolina, North Dakota, Ohio, Oklahoma, Oregon, Pennsylvania, Rhode Island, South Carolina (see Docket No.2003-208-C, Dated December 12, 2003), South Dakota, Tennessee, Texas, Utah, Virginia, Washington, West Virginia, Wisconsin and Wyoming. No such applications have been denied or dismissed. Applicant will also rely upon the technical expertise and telecommunications experience of its underlying carriers.

Applicant's current business and network plans call for market entry via resold LEC and IXC facilities. Applicant has no plans to install facilities in the State of South Carolina. Services will be provided by utilizing the facilities incumbent local exchange carriers ("LECs"), as well as other facilities-based carriers.

Applicant seeks authority to resell and provide through its own or leased facilities local exchange services throughout the State primarily in the areas served by AT&T. Applicant's local calling areas initially will coincide with the incumbent local exchange carrier's local calling areas. Upon its entry into the South Carolina market, Applicant may install equipment for the

provision of local exchange services. Applicant would probably use the following or a similar configuration of equipment: Applicant will provide voice and high speed data services through a combination of the latest technology switching and transport media. The switching system will consist of a central processing and control complex capable of interconnection as a peer to the incumbent as well as competitive local exchange companies. The hub portion of the switch will interconnect with the public switched network on Signaling System 7 ("SS7") or Feature Group D ("FGD") facilities. The system's remote module capability will allow properties to be served in a manner that provides the exchange of appropriate signaling, control and calling/caller information to the network in accordance with network standards and specifications. Additionally, these services may be delivered over a combination of delivery mechanisms through incumbent local carriers' unbundled loop network, both copper and fiber and transport networks, as well as via Applicant constructed facilities. Its services will be available on a full-time basis, twenty-four hours a day, seven days a week, to customers within the geographic boundaries of the State of South Carolina. Customers will be billed by Applicant. Applicant is committed to providing access to a local operator, directory assistance, 911 services, and dual relay services. Applicant is also willing to accept its obligations to collect 911 and dual relay service surcharges from its local exchange customers, and to remit those funds to the appropriate authorities.

Airespring is currently providing resold and facilities-based interexchange and local exchange service in Arizona, Alabama, Arkansas, California, Colorado, Connecticut, District of Columbia, Delaware, Florida, Georgia, Idaho, Illinois, Indiana, Iowa, Kansas, Maryland, Louisiana, Massachusetts, Michigan, Minnesota, Mississippi, Missouri, Montana, Nebraska, Nevada, New Hampshire, New Jersey, New York, New Mexico, North Carolina, North Dakota, Ohio, Oklahoma, Oregon, Pennsylvania, Rhode Island, South Dakota, Tennessee, Texas, Utah, Virginia, Washington, West Virginia, Wisconsin and Wyoming.

As the foregoing illustrates, Airespring possesses considerable telecommunications expertise. Airespring is technically qualified to provide local exchange telecommunications services in South Carolina.

IV. Approval of Airespring's Application is in the Public Interest

Granting Airespring's Application is consistent with S.C. Code Ann. § 58-9-280(B), as amended by 1996 Act No. 354, and, in that regard Applicant makes the following representations to the Commission:

- a. Applicant possesses the technical, financial, and managerial resources sufficient to provide the services requested;
- b. Applicant's services will meet the service standards required by the Commission;
- c. The provision of local services by Applicant will not adversely impact the availability of affordable local service;
- d. Applicant, to the extent it is required to do so by the Commission, will participate in the support of universally available telephone service at affordable rates; and,
- e. The provision of local services by Applicant will not adversely impact the public interest.

The demands of a competitive market are a better means to achieve affordability and quality of service than a monopoly environment. As competitors vie for market share, they will compete based upon price, innovation and customer service.

Those providers trust that offer consumers the most cost effective products will gain market share. In contrast, providers whose products do not meet the needs of consumers will lose market share and, ultimately, be eliminated from the industry.

Additionally, Airespring's entry into the local exchange markets will not unreasonably prejudice or disadvantage any telephone service providers. Incumbent local exchange carriers presently serve a large majority of the local exchange customers in South Carolina. The major advantages of incumbency (i.e., ownership of the existing local network as well as access to, and long-standing relationships with, every local customer) constitute a substantial obstacle to new

entrants. Moreover, exchange services competition will stimulate the demand for the services supplied by all local service carriers, including those of the incumbent LECs. Thus, in a competitive market, there will be increased potential for such LECs to generate higher revenues. Additionally, in a competitive market, incumbent providers will have market incentives to improve the efficiency of their operations, thereby reducing their costs and ultimately their profit margins. Finally, it is important to recognize that in a competitive market, incumbent LECs will derive revenues from both resellers of their local exchange services as well as facilities based competitive local exchange providers.

Currently, South Carolina consumers have a limited choice with regard to the provision of local exchange telecommunications service. A competitive local service market comprised of incumbents and competitive providers such as Airespring will offer consumers a competitive option and, therefore, will better satisfy the needs of various market segments. In this regard, approval of this Application is clearly in the public interest.

V. Description of Services Offered and Service Territory

For informational purposes, Airespring has filed with this Application an illustrative price list based on Airespring's current expectations regarding local services. (Exhibit "E").

Airespring, may offer a full array of services including the following:

- A. Local Exchange Services that will enable customers to originate and terminate local calls in the local calling area served by other LECs.
- B. Switched local exchange services, including basic service, trunks, carrier access, and any other switched local services that currently exist or will exist in the future.
- C. Non-switched local services (e.g., private line) that currently exist or will exist in the future.
- D. Centrex and/or Centrex-like services that currently exist or will exist in the future.
- E. Digital subscriber line, ISDN, and other high capacity services.

Prior to providing local exchange services to the public in South Carolina, Airespring will file a complete Final Tariff and/or Price List with the Commission. Furthermore, Applicant submits contemporaneously with this application its proposed tariff for local exchange service (Exhibit E), which contains a description of services to be provided, all rules and regulations applicable to such services, and proposed rates for such services.

VI. Waivers and Regulatory Compliance

Airespring requests that the Commission grant it a waiver of those regulatory requirements inapplicable to competitive local service providers such as Airespring. Such rules are not appropriate or necessary for competitive providers and constitute an economic barrier to entry into the local exchange market.

1. Financial Record-Keeping System

a. Airespring respectfully requests that it be exempt from any record-keeping rules or regulations that might require a carrier to maintain its financial records in conformance with the Uniform System of Accounts ("USOA"). The USOA was developed by the FCC as a means of regulating telecommunications companies subject to rate base regulation.

b. As a competitive carrier, Airespring maintains its book of accounts in accordance with Generally Accepted Accounting Principles ("GAAP"). Neither the FCC, nor the Commission, has required Airespring to maintain its records under the USOA for purposes of Airespring's operations. Thus, Airespring does not possess the detailed cost data required by USOA, nor does it maintain detailed records on a state-specific basis. As a competitive provider, Airespring's network operations are integrated to achieve maximum efficiency. Having to maintain records pertaining specifically to its South Carolina local service operations would place an extreme burden on Airespring.

c. Moreover, Airespring asserts that because it utilizes GAAP, the Commission will have a reliable means by which to evaluate Airespring's operations. Therefore, Airespring hereby respectfully requests to be exempt from the any USOA requirements of the Commission.

d. In addition, the Company hereby respectfully requests a waiver of 26 S.C. Code & Ann. Regs. 103-610, which requires books and records to be kept in the State of South Carolina, but rather, the Company desires to keep its books and records at its principal place of business.

2. Local Exchange Directories

Applicant respectfully requests a waiver of the requirement in Rule 103-631 to publish and distribute local exchange directories. Airespring will make arrangements with the incumbent LECs whereby the names of Airespring's customers will be included in the directories published by the incumbent LECs. LEC directories will also be modified to include Airespring's customer service number. These directories will be distributed to Airespring's customers. This approach is entirely reasonable and will have a direct benefit to the customers of both Airespring and the incumbent LEC since they need only refer to one directory for a universal listing of customer information. It would be an unnecessary burden on Airespring to require that it publish and distribute its own directory to all customers located within each exchange area, particularly since nearly all of these customers will be customers of the incumbent LECs. It is more efficient for Airespring to simply include its limited customer list in the existing directories of the incumbent LECs.

3. Flexible Regulation of Local Services

Applicant respectfully requests that its local service offerings be regulated in accordance with procedures authorized for NewSouth Communications in Order No. 98-165 in docket No. 97-467-C.

4. Marketing Practices

Pursuant to the South Carolina Public Service Commission's Order No. 95-658 (issued March 20, 1995), Applicant makes the following affirmation relating to the Applicant's provision of services:

As a telephone utility under the regulation of the Public Service Commission of South Carolina, Carrier does hereby assert and affirm that as a provider of intrastate telecommunications service, Carrier will not indulge or participate in deceptive or misleading telecommunications marketing practices to the detriment of consumers in South Carolina, and will comply with those marketing procedures, if any, set forth by the Public Service Commission. Additionally, Carrier will be responsible for the marketing practices of its contracted telemarketers for compliance with this provision. Carrier understands that violation of this provision could result in a rule to show cause as to the withdrawal of its certification to complete intrastate telecommunications traffic within the state of South Carolina.

5. Maps

Applicant's local exchange calling areas will initially mirror the service areas of the incumbent local exchange carriers; therefore, Applicant hereby respectfully requests a waiver of the map-filing requirement pursuant to 26 S.C. Code & Ann. Regs. 103-612.2.3 and of 26 S.C. Code Ann. Regs. 103-631 requiring publication of directories.

VII. Conclusion

This Application demonstrates that Airespring, Inc., possesses the technical, financial and managerial resources to provide local exchange service in the State of South Carolina. Furthermore, granting this Application will promote the public interest by increasing the level of competition in the South Carolina telecommunications market. Ultimately, competition will compel all exchange telecommunications service providers to operate more efficiently and pass the resultant cost savings on to consumers. In addition, as a result of competition, the overall quality of local exchange service will improve. As stated above, Applicant does not intend to provide local service, by its own facilities or otherwise, to any customer located in a rural incumbent LEC's service area, until Applicant provides such LECs notice of intent at least 30 days prior to the date of the intended service.

Wherefore, Airespring, Inc., respectfully petitions this Commission for authority to operate as a reseller and facilities-based provider of local exchange telecommunications services in the State of South Carolina and for local service offerings to be regulated in accordance with procedures authorized for NewSouth Communications in Order No. 98-165 in docket No. 97-467-C, in accordance with this Application and for such other relief as it deems necessary and appropriate.

Respectfully submitted,

Airspring, Inc.



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Attorneys for Applicant

April 4, 2014

VERIFICATION OF Applicant

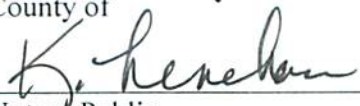
I, Avi Lonstein, President to Airespring, Inc., a Delaware Airespring, Inc., the applicant for a Certificate of Public Convenience and Necessity from the Public Service Commission of the State of South Carolina, verify that based on information and belief, I have knowledge of the statements in the foregoing Application, and I declare that they are true and correct.



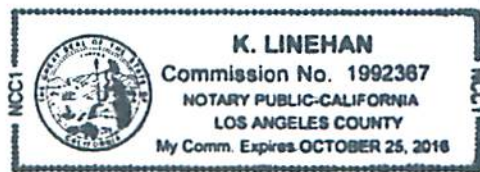
Avi Lonstein
President
Airespring, Inc.

Sworn to me, the undersigned
Notary Public on this
4th day of March, 2014.

State of _____
County of _____



Notary Public



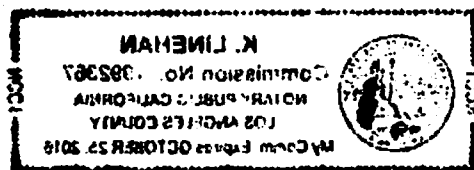


EXHIBIT "A"
CERTIFICATE OF INCORPORATION

Delaware

PAGE 1

The First State

I, HARRIET SMITH WINDSOR, SECRETARY OF STATE OF THE STATE OF DELAWARE, DO HEREBY CERTIFY THE ATTACHED ARE TRUE AND CORRECT COPIES OF ALL DOCUMENTS ON FILE OF "AIRESPRING, INC." AS RECEIVED AND FILED IN THIS OFFICE.

THE FOLLOWING DOCUMENTS HAVE BEEN CERTIFIED:

CERTIFICATE OF INCORPORATION, FILED THE TWENTY-FOURTH DAY OF MAY, A.D. 2001, AT 9 O'CLOCK A.M.

CERTIFICATE OF AMENDMENT, CHANGING ITS NAME FROM "AIRESPRING WIRELESS, INC." TO "AIRESPRING, INC.", FILED THE FIFTH DAY OF APRIL, A.D. 2002, AT 3 O'CLOCK P.M.

AND I DO HEREBY FURTHER CERTIFY THAT THE AFORESAID CERTIFICATES ARE THE ONLY CERTIFICATES ON RECORD OF THE AFORESAID CORPORATION.



Harriet Smith Windsor
Harriet Smith Windsor, Secretary of State

3396215 8100H

AUTHENTICATION: 1714727

020230966

DATE: 04-10-02

CERTIFICATE OF INCORPORATION

OF

AIRESPRING WIRELESS, INC.

I. Name

The name of the Corporation is Airespring Wireless, Inc. (hereinafter sometimes referred to as the "Corporation").

II. Registered Office and Agent

The address of its registered office of the Corporation in the State of Delaware is 9 East Loockerman Street in the City of Dover, County of Kent. The name of its registered agent at such address is National Registered Agents, Inc.

III. Purpose

The nature of the business of the Corporation and the objects or purposes to be transacted, promoted or carried on by it are as follows: To engage in any lawful act or activity for which corporations may be organized under the General Corporation Law of the State of Delaware.

IV. Shares

A. Classes of Stock. The total number of shares of all classes of capital stock which the corporation shall have authority to issue is Thirty Six Million (36,000,000) shares, consisting of Twenty Four Million (24,000,000) shares of Common Stock with a par value of \$0.0001 per share and Twelve Million (12,000,000) shares of Preferred Stock with a par value of \$0.0001 per share.

B. Rights, Preferences and Restrictions of Preferred Stock. Any of the shares of Preferred Stock authorized by this Certificate of Incorporation may be issued from time to time in one or more series. The rights, preferences, privileges, and restrictions granted to and imposed on the Series A Preferred Stock, which series shall consist of Three Million (3,000,000) shares (the "Series A Preferred Stock"), are as set forth below in this Article IV(B). Subject to the limitations and restrictions set forth in this Article IV, the Board of Directors by resolution or resolutions, is authorized to create or provide for any such series, and to fix the designations, preferences and relative, participating, optional or other special rights, and qualifications, limitations or restrictions thereof, including, without limitation, the authority to fix or alter the dividend rights, dividend rates, conversion rights, exchange rights, voting rights, rights and terms of redemption (including sinking and purchase fund provisions), the redemption price or prices, the dissolution preferences and the rights in respect to any distribution of assets of any wholly unissued series of Preferred Stock and the number of shares constituting any such series, and the designation thereof, or any of them and to increase or decrease the number of shares of any series so created, subsequent to the issue of that series but not below the number of shares of such series then outstanding. In case the number of shares of any series shall be so decreased, the

shares constituting such decrease shall resume the status which they had prior to the adoption of the resolution originally fixing the number of shares of such series.

1. Dividends.

(a) The Series A Preferred Stock shall be entitled to receive dividends when and as declared by the Board of Directors out of funds legally available therefor, on the Common Stock and in parity with such stock.

(b) In the case of any dividend being declared upon the Common Stock, the dividend which shall be declared upon each share of Series A Preferred Stock as a condition to such dividend upon the Common Stock shall be equal in amount to the dividend payable upon that number of shares of Common Stock acquirable upon conversion of a share of Series A Preferred Stock immediately before the declaration of such dividend, with such conversion being based on the applicable "Conversion Price" determined in accordance with Section 4 as of the record date for the declaration of such dividend on the Common Stock.

2. Liquidation, Dissolution Or Winding Up.

(a) In the event of any voluntary or involuntary liquidation, dissolution or winding up of the Corporation, the holders of shares of Series A Preferred Stock then outstanding shall be entitled to be paid out of the assets of the Corporation available for distribution to its stockholders, after and subject to the payment in full of all amounts required to be distributed to the holders of any Preferred Stock of the Corporation ranking on liquidation prior and in preference to the Series A Preferred Stock (such Preferred Stock that is senior to the Series A Preferred Stock being referred to hereinafter as "Senior Stock") upon such liquidation, dissolution or winding up, but before any payment shall be made to the holders of Common Stock or other Preferred Stock, if any, ranking on liquidation after the Series A Preferred Stock ("Junior Stock"), an amount equal to \$0.65 per share ("Liquidation Preference") plus any declared and unpaid dividends on such share for each share of Series A Preferred Stock then held by them. The Liquidation Preference shall be subject to appropriate adjustment in the event of any stock dividend, stock split, stock distribution or combination with respect to such shares. If upon any such liquidation, dissolution or winding up of the Corporation, the remaining assets of the Corporation available for the distribution to its stockholders after payment in full of amounts required to be paid or distributed to holders of any Senior Stock shall be insufficient to pay the holders of shares of Series A Preferred Stock the full amount to which they shall be entitled, the holders of shares of Series A Preferred Stock, and any class of stock ranking on liquidation on a parity with the Series A Preferred Stock (such Preferred Stock ranking on liquidation on parity with the Series A Preferred Stock being referred to as "Parity Stock"), shall share ratably in any distribution of the remaining assets and funds of the Corporation in proportion to the respective amounts which would otherwise be payable with respect to the shares held by them upon such distribution if all amounts payable on or with respect to said shares were paid in full.

(b) After the payment of all preferential amounts required to be paid to the holders of any Senior Stock and Series A Preferred Stock and any other series of Preferred Stock upon the dissolution, liquidation or winding up of the Corporation, any remaining assets

and funds of the Corporation available for distribution to the Company's stockholders shall be distributed pro rata to the Common Stock.

3. Voting Rights. The holder of each share of Series A Preferred Stock shall have the right to one vote for each share of Common Stock into which such Series A Preferred Stock could then be converted, and with respect to such vote, such holder shall have full voting rights and powers equal to the voting rights and powers of the holders of Common Stock, and shall be entitled, notwithstanding any provision hereof, to notice of any stockholders' meeting in accordance with the Bylaws of this Corporation, and shall be entitled to vote, together with holders of Common Stock, with respect to any question upon which holders of Common Stock have the right to vote. Fractional votes shall not, however, be permitted and any fractional voting rights available on an as-converted basis (after aggregating all shares into which shares of Series A Preferred Stock held by each holder could be converted) shall be rounded to be nearest whole number (with one-half being rounded upward).

4. Conversion.

(a) Conversion Rights. The holders of the outstanding shares of Series A Preferred Stock have the following conversion rights as follows ("Conversion Rights"):

(i) Right to Convert. Each share of Series A Preferred Stock will be convertible, at the option of the holder thereof, at any time after the date of issuance of such share, at the office of the Corporation or any transfer agent for such stock, into such number of fully paid and nonassessable shares of Common Stock as is determined by dividing \$0.65 (the "Original Series A Issue Price") by the Conversion Price applicable to such share, determined as hereinafter provided, in effect on the date the certificate evidencing such share is surrendered for conversion. The initial Conversion Price per share for shares of Series A Preferred Stock shall be the Original Series A Issue Price; provided, however, that the Conversion Price for the Series A Preferred Stock shall be subject to adjustment as set forth in subsection (c) of this Section 4.

(ii) Automatic Conversion. Each share of Series A Preferred Stock shall be automatically converted into shares of Common Stock at the Conversion Price at the time in effect for such Series A Preferred Stock immediately upon the earlier of (i) the Corporation's sale of its Common Stock in a firm commitment underwritten public offering pursuant to a registration statement under the Securities Act of 1933, as amended, the public offering price of which is not less than \$10,000,000 in the aggregate; (ii) the acquisition of the Corporation by another entity by means of any transaction or series of related transactions (including, without limitation, any reorganization, merger or consolidation but, excluding any merger effected exclusively for the purpose of changing the domicile of the Corporation); (iii) a sale of all or substantially all of the assets of the Corporation; unless the Corporation's stockholders of record as constituted immediately prior to such acquisition or sale will, immediately after such acquisition or sale (by virtue of securities issued as consideration for the Corporation's acquisition or sale or otherwise) hold at least 50% of the voting power of the surviving or acquiring entity; or (iv) the date specified by written consent or agreement of the holders of a majority of the then outstanding shares of Series A Preferred Stock.

(b) Mechanics of Conversion. Before any holder of Series A Preferred Stock shall be entitled to convert the same into shares of Common Stock, such holder shall surrender the certificate or certificates therefor, duly endorsed, at the office of this Corporation or of any transfer agent for the Series A Preferred Stock, and shall give written notice to the Corporation at its principal corporate office, of the election to convert the same and shall state therein the name or names in which the certificate or certificates for shares of Common Stock are to be issued. The Corporation shall, as soon as practicable thereafter, issue and deliver at such office to such holder of Series A Preferred Stock, or to the nominee or nominees of such holder, a certificate or certificates for the number of shares of Common Stock to which such holder shall be entitled as aforesaid. Such conversion shall be deemed to have been made immediately prior to the close of business on the date of such surrender of the shares of Series A Preferred Stock to be converted, and the person or persons entitled to receive the shares of Common Stock issuable upon such conversion shall be treated for all purposes as the record holder or holders of such shares of Common Stock as of such date.

(c) Adjustments to Conversion Price. The Conversion Price of the Series A Preferred Stock shall be subject to adjustment from time to time as follows:

(i) In the event the Corporation should, at any time or from time to time after the date upon which any shares of Series A Preferred Stock were first issued (the "Purchase Date"), fix a record date for the effectuation of a split or subdivision of the outstanding shares of Common Stock or the determination of holders of Common Stock entitled to receive a dividend or other distribution payable in additional shares of Common Stock or other securities or rights convertible into, or entitling the holder thereof to receive directly or indirectly, additional shares of Common Stock (hereinafter referred to as "Common Stock Equivalents") without payment of any consideration by such holder for the additional shares of Common Stock or the Common Stock Equivalents (including the additional shares of Common Stock issuable upon conversion or exercise thereof), then, as of such record date (or the date of such dividend distribution, split or subdivision if no record date is fixed), the Conversion Price of the Series A Preferred Stock shall be appropriately decreased so that the number of shares of Common Stock issuable on conversion of each share of such series shall be increased in proportion to such increase of the aggregate of shares of Common Stock outstanding and those issuable with respect to such Common Stock Equivalents.

(ii) If the number of shares of Common Stock outstanding at any time after the Purchase Date is decreased by a combination of the outstanding shares of Common Stock, then, following the record date of such combination, the Conversion Price for the Series A Preferred Stock shall be appropriately increased so that the number of shares of Common Stock issuable on conversion of each share of such series shall be decreased in proportion to such decrease in outstanding shares.

(d) Other Distributions. In the event the Corporation shall declare a distribution payable in securities of other persons, evidences of indebtedness issued by this Corporation or other persons, assets (excluding cash dividends) or options or rights not referred to in subsection 4(c)(i), then, in each such case for the purpose of this subsection 4(d), the holders of the Series A Preferred Stock shall be entitled to a proportionate share of any such

distribution as though they were the holders of the number of shares of Common Stock of the Corporation into which their shares of Series A Preferred Stock are convertible as of the record date fixed for the determination of the holders of Common Stock of the Corporation entitled to receive such distribution.

(e) Recapitalizations. If at any time or from time to time there shall be a recapitalization of the Common Stock (other than a subdivision, combination or merger or sale of assets transaction provided for elsewhere in this Section 4) provision shall be made so that the holders of the Series A Preferred Stock shall thereafter be entitled to receive upon conversion of the Series A Preferred Stock the number of shares of stock or other securities or property of the Company or otherwise, to which a holder of Common Stock deliverable upon conversion would have been entitled on such recapitalization. In any such case, appropriate adjustment shall be made in the application of the provisions of this Section 4 with respect to the rights of the holders of the Series A Preferred Stock after the recapitalization to the end that the provisions of this Section 4 (including adjustment of the Conversion Price then in effect and the number of shares purchasable upon conversion of the Series A Preferred Stock) shall be applicable after that event as nearly equivalent as may be practicable.

(f) Fractional Shares. No fractional shares shall be issued upon conversion of any share or shares of the Series A Preferred Stock, and the number of shares of Common Stock to be issued shall be rounded to the nearest whole share. The number of shares issuable upon such conversion shall be determined on the basis of the total number of shares of Series A Preferred Stock the holder is at the time converting into Common Stock and the number of shares of Common Stock issuable upon such aggregate conversion.

(g) Reservation of Stock Issuable Upon Conversion. The Corporation shall reserve and keep available out of its authorized but unissued shares of Common Stock, solely for the purpose of effecting the conversion of the shares of the Series A Preferred Stock, such number of its shares of Common Stock as shall from time to time be deemed sufficient to effect the conversion of all outstanding shares of the Series A Preferred Stock.

5. No Redemption Rights. The Series A Preferred Stock shall not be subject to redemption, whether at the option of either the Corporation or any holder of the Series A Preferred Stock.

C. Common Stock

1. Dividends. The holders of shares of Common Stock shall be entitled to receive such dividends as from time to time may be declared by the Board of Directors of the Corporation, subject to the provisions of subdivision B of this Article IV with respect to rights of holders of the Preferred Stock.

2. Liquidation. Upon any liquidation, dissolution or winding up of the Corporation whether voluntary or involuntary, after any preferential amounts to be distributed to the holders of any series of Preferred Stock then outstanding the holders of Common Stock shall

share ratably based upon the number of shares of Common Stock held by them in all of the remaining assets of the Corporation available for distribution to its stockholders.

3. Voting Rights. Except as otherwise required by law and subject to the provisions set forth in this Article IV, the holders of Common Stock issued and outstanding shall be entitled to one vote for each share thereof held.

V. Incorporator

The name and mailing address of the sole incorporator is as follows:

<u>Name</u>	<u>Mailing Address</u>
Jill E. Davis	Morrison & Foerster, LLP 555 West Fifth Street, Suite 3500 Los Angeles, CA 90013-1024

VI. Board of Directors

The Board of Directors is expressly authorized to make, alter, or repeal the Bylaws of the Corporation.

VII. Election of Directors

Elections of directors need not be by written ballot unless the Bylaws of the Corporation shall so provide.

VIII. Creditors

Whenever a compromise or arrangement is proposed between the Corporation and its creditors or any class of them and/or between the Corporation and its stockholders or any class of them, any court of equitable jurisdiction within the State of Delaware may, on the application in a summary way of the Corporation or of any creditor or stockholder thereof, or on the application of any receiver or receivers appointed for the Corporation under the provisions of Section 291 of Title 8 of the Delaware Code or on the application of trustees in dissolution or of any receiver or receivers appointed for the Corporation under the provisions of Section 279 of Title 8 of the Delaware Code order a meeting of the creditors or class of creditors, and/or of the stockholders or class of stockholders of the Corporation, as the case may be, to be summoned in such manner as the said court directs. If a majority in number representing three-fourths in value of the creditors or class of creditors, and/or of the stockholders or class of stockholders of the Corporation, as the case may be, agree to any compromise or arrangement and to any reorganization of the Corporation as a consequence of such compromise or arrangement, the said compromise or arrangement and the said reorganization shall, if sanctioned by the court to which the said application has been made, be binding on all the creditors or class of creditors, and/or on all the stockholders or class of stockholders, of the Corporation, as the case may be, and also on this Corporation.

ARMSTRONG WIRELESS, INC.
CERTIFICATE OF INCORPORATION
12-187103

6

ARMSTRONG WIRELESS, INC.
CERTIFICATE OF INCORPORATION
12-187103

IX. Stockholder Action

Effective upon the closing of the Corporation's initial public offering of securities pursuant to a registration statement filed under the Securities Act of 1933, as amended, stockholders of the Corporation may not take action by written consent in lieu of a meeting but must take any such action at a duly called annual or special meeting.

X. Amendments

The Corporation reserves the right to amend, alter, change or repeal any provision contained in this Certificate of Incorporation, in the manner now or hereafter prescribed by statute, and all rights conferred upon stockholders herein are granted subject to this reservation.

XI. Director Liability

To the fullest extent permitted by Delaware statutory or decisional law, as amended or interpreted, no director of the Corporation shall be personally liable to the Corporation or its stockholders for monetary damages for breach of fiduciary duty as a director. This Article XI does not affect the availability of equitable remedies for breach of fiduciary duties.

I, the undersigned, being the sole incorporator hereinbefore named, for the purpose of forming a corporation pursuant to the General Corporation Law of the State of Delaware, do make this certificate, hereby declaring and certifying that this is my act and deed and the facts herein stated are true, and, accordingly, have hereunto set my hands this 24th day of May, 2001.


Jill E. Davis, Sole Incorporator

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P. 02

APR 04 02 03:14p Airespring Wireless

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P. 2

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P. 02

CERTIFICATE OF AMENDMENT OF CERTIFICATE OF INCORPORATION
OF

AIRSPRING WIRELESS, INC.

Airespring Wireless, Inc. (hereinafter called the "corporation"), a corporation organized and existing under and by virtue of the General Corporation Law of the State of Delaware, does hereby certify:

1. The name of the corporation is:

Airespring Wireless, Inc.

2. The certificate of incorporation of the corporation is hereby amended by striking out Article I thereof and by substituting in lieu of said Article I the following new Article I:

1. Name

The name of the Corporation is Airespring, Inc. (hereinafter sometimes referred to as the "Corporation")

3. The amendment of the certificate of incorporation herein certified has been duly adopted in accordance with the provisions of Section 242 of the General Corporation Law of the State of Delaware.

Executed on this 4th day of April, 2002


Avi Lonshtein, President & CEO

Delaware Certificate of Amendment, After Payment of Capital 1716 - 1

STATE OF DELAWARE
SECRETARY OF STATE
DIVISION OF CORPORATIONS
FILED 03.00 PM 04/05/2002
020220588 - 3396215

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P. 03

Apr 05 02 10:20a Airespring Wireless

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P. 2

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P. 02

UNANIMOUS CONSENT OF DIRECTORS

Airespring Wireless, Inc.

Pursuant to the Bylaws of the above corporation, the Board of Directors of the Corporation does hereby adopt the following resolution on this 4th day of April, 2002, which action shall have the same force and effect as if taken by unanimous affirmative vote at a meeting of the Board of Directors of the Corporation, duly called and held, and direct that this written consent to such action be filed with the Minutes and other proceedings of the Corporation:

RESOLVED, that the Board of Directors of Airespring Wireless, Inc. hereby authorizes the Corporation name change from Airespring Wireless, Inc. to Airespring, Inc.

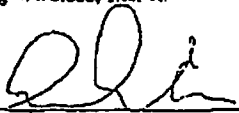

Avi Lonstein, Secretary

EXHIBIT "B"
FOREIGN CORPORATION QUALIFICATION

The State of South Carolina



Office of Secretary of State Mark Hammond **Certificate of Authorization**

I, Mark Hammond, Secretary of State of South Carolina Hereby certify that:

AIRESPRING, INC.,

a corporation duly organized under the laws of the state of **DELAWARE** and issued a certificate of authority to transact business in South Carolina on **June 6th, 2003**, has on the date hereof filed all reports due this office, paid all fees, taxes and penalties owed to the Secretary of State, that the Secretary of State has not mailed notice to the Corporation that its authority to transact business in South Carolina is subject to being revoked pursuant to Section 33-15-310 of the 1976 South Carolina Code, and no application for surrender of authority to do business in South Carolina has been filed in this office as of the date hereof.

Given under my Hand and the Great Seal of
the State of South Carolina this 17th day of
June, 2003.

A handwritten signature of Mark Hammond in black ink, written over a horizontal line.

Mark Hammond, Secretary of State

STATE OF SOUTH CAROLINA
SECRETARY OF STATE

FILED

JUN 06 2003

APPLICATION BY A FOREIGN CORPORATION
FOR A CERTIFICATE OF AUTHORITY
TO TRANSACT BUSINESS
IN THE STATE OF SOUTH CAROLINA

Mark Hammond
SECRETARY OF STATE 4

TYPE OR PRINT CLEARLY WITH BLACK INK

Pursuant to Section 33-15-103 of the 1976 South Carolina Code of Laws, as amended, the undersigned corporation hereby applies for authority to transact business in the State of South Carolina, and for that purpose, hereby submits the following statement:

1. The name of the corporation is (see Sections 33-4-101 and 33-15-106 and Section 33-19-500(b)(1) if the corporation is a professional corporation) Airespring, Inc.
2. It is incorporated as (check applicable item) ☒ a general business corporation, [] a professional corporation, under the laws of the state of Delaware
3. The date of its incorporation is 05/24/2001 and the period of its duration is perpetual
4. The address of the principal office of the corporation is 15350 Sherman Way, Suite 492 in the
Street Address
city of Van Nuys and the state of California 91406
Zip Code
5. The address of the proposed registered office the state of South Carolina is
2 Office Park Court, Suite 103 in the city of Columbia in
Street Address
South Carolina 29223
Zip Code
6. The name of the proposed registered agent in this state at such address is
National Registered Agents, Inc.
Print Name

I hereby consent to the appointment as registered agent of the corporation.

Signature of the Registered Agent
see attached

CERTIFIED TO BE A TRUE AND CORRECT COPY
AS TAKEN FROM AND COMPARED WITH THE
ORIGINAL ON FILE IN THIS OFFICE

JUN 06 2003

Mark Hammond
SECRETARY OF STATE OF SOUTH CAROLINA

Airespring, Inc.

Name of Corporation

7. The name and usual business address of the corporation's directors (if the corporation has no directors, then the name and address of the persons who are exercising the statutory authority of the directors on behalf of the corporation) and principal officers:

a) Name of Directors	Business Address
<u>Avi Lonstein</u>	<u>15350 Sherman Way, Ste 492, Van Nuys, CA 91406</u>
<u>Tony Charles Lonstein</u>	<u>15350 Sherman Way, Ste 492, Van Nuys, CA 91406</u>
<u> </u>	<u> </u>
<u> </u>	<u> </u>

b) Name and Office of Principal Officers	Business Address
<u>Avi Lonstein, President/Secretary</u>	<u>15350 Sherman Way, Ste 492, Van Nuys, CA 91406</u>
<u>Tony Charles Lonstein, Executive VP</u>	<u>15350 Sherman Way, Ste 492, Van Nuys, CA 91406</u>
<u>Daniel Lonstein, CFO/VP</u>	<u>15350 Sherman Way, Ste 492, Van Nuys, CA 91406</u>
<u> </u>	<u> </u>

8. The aggregate number of shares which the corporation has authority to issue, itemized by classes and series, if any, within a class:

Class of Shares (and Series, if any)	Authorized Number of Each Class (and Series)
<u>common</u>	<u>24,000,000</u>
<u>preferred</u>	<u>12,000,000</u>
<u> </u>	<u> </u>
<u> </u>	<u> </u>

9. Unless a delayed date is specified, this application shall be effective when accepted for filing by the Secretary of State (See Section 33-1-230):

Date 4/21/03

Airespring, Inc.

Name of Corporation

Signature 

Avi Lonstein, President

Type or Print Name and Office

EXHIBIT "C"
FINANCIAL INFORMATION

Airespring Inc.
Profit & Loss
January through December 2013

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02/26/2014
Accrual Basis
Jan - Dec 13

Ordinary Income/Expense

Income

SIP-LD-ALOC-Retail	890,011.73
SIP-LD-ALOC-Wholesale	843,879.13
SIP-LD-Wholesale	4,260,300.51
SIP-LD	4,893,718.95
AireVoice-LD-TDM handoff/DedAcc	7,083,881.91
AireLocal	11,663,258.63
DIA portion of AireLocal	2,949,882.84
Wholesale Voice MRC Service/RCF	776,981.46
MPLS-Mesh	1,785,066.97
MPLS-Reseller	1,657,443.12
LD Voice-Reseller	6,328,580.23
Local/Integrated-Reseller	3,084,382.09
Data (Dedicated Internet-DIA)	8,971,846.14
NRC-Install	164,165.07
NRC-Change/EarlyTermination	321,377.51
Surcharges- government mandated	3,524,876.56
Surcharges-Aire	4,533,651.47
Billing and Financing Charges	284,530.55
Adjustments>Returns, Allowances	-3,630.82
Inc Shipping & Handling	0.00
less Internal Services Revenue	-102,846.35

Total Income 63,911,357.70

Cost of Goods Sold

COS-Disputed-Prior years	-232,499.02
COS-SIP-LD	277,381.09
COS-Aire-LD	9,191,039.79
COS-AireLocal	5,423,564.52
COS-Internet/Integrated	2,229,008.30
COG-Wholesale MRC serv/RCF/VM	327,628.00
COS-VoIP Switching (FCC 6210)	1,103,674.52
COS-NNI AireCOGS backbone	224,092.00
COS-MPLS	2,268,560.18
COS-Reseller Long Distance	3,829,449.98
COS-Local-Reseller	1,758,027.07
COS-Data	6,344,102.71
COS-NRC-Install	1,196,229.25
COS-NRC-Change/EarlyTermination	51,276.65
COS-surcharges-govt to customer	3,553,246.18
COS-surcharges-govt not passed	451,918.28
Billing Services - Direct Costs	12,150.00
Commissions on MRCs and usage	5,166,819.88

	<u>Jan - Dec 13</u>
Commissions - 2nd Month Bonus	<u>814,229.54</u>
Total COGS	<u>43,989,898.92</u>
Gross Profit	19,921,458.78
Expense	
Staffing Costs	14,718,124.14
Bank-Credit Card fees	290,749.98
Bad Debt Expense	387,721.01
Billing Services	652,111.41
Channel Sales Contractors	541,994.44
Collection costs	68,305.43
Customer Service Fees	1,593.30
Dues and Subscriptions	6,148.13
Finance Charge - Telecom Tax	0.00
General and administrative	166,733.32
Insurance - Business	37,379.45
Marketing costs	314,472.20
Marketing Fees	1,649.35
Occupancy / Office costs	381,472.15
Printing, Promo, Advertising	110,807.87
Professional Fees	503,452.35
Shipping	138,883.84
Supplies	68,425.98
Telecommunications	158,252.27
less Internal Services Expenses	<u>-102,034.42</u>
Total Expense	<u>18,446,242.20</u>
Net Ordinary Income	1,475,216.58
Other Income/Expense	
Other Income	
Interest Income	<u>578.71</u>
Total Other Income	578.71
Other Expense	
Depreciation & Disposessions	1,100,019.44
Interest Expense	17,395.66
Miscellaneous	233.67
Non Deductible Penalties & Inte	4.00
Provision for Taxes	<u>19,299.81</u>
Total Other Expense	<u>1,136,952.58</u>
Net Other Income	<u>-1,136,373.87</u>
Net Income	<u><u>338,842.71</u></u>

Airespring Inc.
Balance Sheet
As of December 31, 2013

3:28 PM
02/26/2014
Accrual Basis

	Dec 31, 13	Dec 31, 12	\$ Change
ASSETS			
Current Assets			
Checking/Savings			
Checking accounts	2,454,720.84	2,625,046.35	-170,325.51
Savings and term bank accounts	17,496.52	17,386.51	110.01
BillCom Clearing	8,906.22	0.00	8,906.22
Merchant ACs	163,133.27	112,065.42	51,067.85
Total Checking/Savings	2,644,256.85	2,754,498.28	-110,241.43
Other Current Assets			
Trade accounts receivable	3,218,027.32	2,743,929.34	474,097.98
Clearing Account-Other	6,212.35	-4,394.69	10,607.04
Prepaid expenses and deposits	788,736.41	666,750.34	121,986.07
Employee Advances	7,899.07	7,531.78	367.29
Employee Loans (OCA Per GnJ)	30,497.01	14,833.71	15,663.30
Income tax prepayments	12,487.99	12,729.80	-241.81
Deferred income taxes-current	33,000.00	33,000.00	0.00
Construction in Progress	0.00	129,433.54	-129,433.54
Inventory Asset	149,551.85	190,533.26	-40,981.41
Total Other Current Assets	4,246,412.00	3,794,347.08	452,064.92
Total Current Assets	6,890,668.85	6,548,845.36	341,823.49
Fixed Assets			
Network Equipment	5,698,472.85	5,420,838.60	277,634.25
Computer Equipment	527,053.02	467,996.23	59,056.79
Furniture and Fixtures	121,394.39	121,394.39	0.00
Office Equipment	68,564.89	68,564.89	0.00
Software	59,488.36	59,488.36	0.00
Accumulated Depreciation	-4,160,141.39	-3,035,148.39	-1,124,993.00
Total Fixed Assets	2,314,832.12	3,103,134.08	-788,301.96
Other Assets			
Deposits (Vendors)	21,303.00	21,303.00	0.00
Intangibles	0.00	0.00	0.00
Long-Term prepaid expense	283,460.67	204,433.71	79,026.96
Total Other Assets	304,763.67	225,736.71	79,026.96
TOTAL ASSETS	9,510,264.64	9,877,716.15	-367,451.51

LIABILITIES & EQUITY

Liabilities
 Current Liabilities

	Dec 31, 13	Dec 31, 12	\$ Change
Accounts Payable			
Accounts Payable	1,862,135.62	2,293,476.47	-431,340.85
Total Accounts Payable	1,862,135.62	2,293,476.47	-431,340.85
Credit Cards			
AMEX 1006	883.37	418.06	465.31
Diners Club 7372	214,064.00	46,019.87	168,044.13
Total Credit Cards	214,947.37	46,437.93	168,509.44
Other Current Liabilities			
Accrued operating costs	1,305,306.52	934,743.20	370,563.32
Customer deposits	482,640.26	480,223.85	2,416.41
Tax/Reg Sur Liability	910,024.24	1,237,025.59	-327,001.35
Income Tax Liability	243.62	243.62	0.00
Total Other Current Liabilities	2,698,214.64	2,652,236.26	45,978.38
Total Current Liabilities	4,775,297.63	4,992,150.66	-216,853.03
Long Term Liabilities			
Note Payable - John Kretz	165,000.00	165,000.00	0.00
Deferred income tax-non-current	76,490.00	69,000.00	7,490.00
Deferred Revenue	388,398.63	239,979.51	148,419.12
Long Term liability-commissions	0.00	12,335.35	-12,335.35
Total Long Term Liabilities	629,888.63	486,314.86	143,573.77
Total Liabilities	5,405,186.26	5,478,465.52	-73,279.26
Equity			
Common Stock(\$0.0001 par value)	1,262.35	1,265.68	-3.33
Additional paid in capital	457,041.73	493,174.40	-36,132.67
K-1 Distributions	-596,878.96	-1,030,000.56	433,121.60
Retained earnings (prior years)	3,904,810.55	3,315,706.37	589,104.18
Net Income	338,842.71	1,619,104.74	-1,280,262.03
Total Equity	4,105,078.38	4,399,250.63	-294,172.25
TOTAL LIABILITIES & EQUITY	9,510,264.64	9,877,716.15	-367,451.51

Airespring Inc.
Balance Sheet
As of December 31, 2013

3:24 PM
02/26/2014
Accrual Basis
Dec 31, 13

ASSETS

Current Assets

Checking/Savings

Checking accounts	2,454,720.84
Savings and term bank accounts	17,496.52
BillCom Clearing	8,906.22
Merchant ACs	163,133.27
Total Checking/Savings	<u>2,644,256.85</u>

Other Current Assets

Trade accounts receivable	3,218,027.32
Clearing Account-Other	6,212.35
Prepaid expenses and deposits	788,736.41
Employee Advances	7,899.07
Employee Loans (OCA Per GnJ)	30,497.01
Income tax prepayments	12,487.99
Deferred income taxes-current	33,000.00
Inventory Asset	149,551.85
Total Other Current Assets	<u>4,246,412.00</u>

Total Current Assets 6,890,668.85

Fixed Assets

Network Equipment	5,698,472.85
Computer Equipment	527,053.02
Furniture and Fixtures	121,394.39
Office Equipment	68,564.89
Software	59,488.36
Accumulated Depreciation	-4,160,141.39
Total Fixed Assets	<u>2,314,832.12</u>

Other Assets

Deposits (Vendors)	21,303.00
Intangibles	0.00
Long-Term prepaid expense	283,460.67
Total Other Assets	<u>304,763.67</u>

TOTAL ASSETS 9,510,264.64

LIABILITIES & EQUITY

Liabilities

Current Liabilities

Accounts Payable

	Dec 31, 13
Accounts Payable	1,862,135.62
Total Accounts Payable	1,862,135.62
Credit Cards	
AMEX 1006	883.37
Diners Club 7372	214,064.00
Total Credit Cards	214,947.37
Other Current Liabilities	
Accrued operating costs	1,305,306.52
Customer deposits	482,640.26
Tax/Reg Sur Liability	910,024.24
Income Tax Liability	243.62
Total Other Current Liabilities	2,698,214.64
Total Current Liabilities	4,775,297.63
Long Term Liabilities	
Note Payable - John Kretz	165,000.00
Deferred income tax-non-current	76,490.00
Deferred Revenue	388,398.63
Total Long Term Liabilities	629,888.63
Total Liabilities	5,405,186.26
Equity	
Common Stock(\$0.0001 par value)	1,262.35
Additional paid in capital	457,041.73
K-1 Distributions	-596,878.96
Retained earnings (prior years)	3,904,810.55
Net Income	338,842.71
Total Equity	4,105,078.38
TOTAL LIABILITIES & EQUITY	9,510,264.64

EXHIBIT "D"
BIOGRAPHY INFORMATION

AireSpring Senior Management

AireSpring boasts a management team composed of telecommunications industry veterans, most of whom have 15+ years experience in the competitive telecommunications business with companies ranging from smaller carriers to some of the world's largest telecom conglomerates. As a family run enterprise, Airespring retains old world values by delivering the highest quality, reliability and service at a competitive price, and ensuring that the customer is always #1.



AVI LONSTEIN, CHIEF EXECUTIVE OFFICER

As the former President of ADDTEL Communications, Mr. Lonstein was directly responsible for taking ADDTEL from a start-up operation to one the country's most successful nationwide long distance resellers. Under Mr. Lonstein's direction, ADDTEL was recognized as one of the industries most innovative and well-managed companies, and experienced substantial growth during Mr. Lonstein's tenure. Mr. Lonstein is well known in the resale telecommunications industry, and was one of the founding members of the industry's trade association, the Association of Communications Enterprises (ASCENT). Prior to co-founding ADDTEL, Mr. Lonstein held the position of Assistant Controller at Michael Baybak and Company, a corporate public relations firm.



DANIEL LONSTEIN, CHIEF OPERATING OFFICER

In addition to a prior position as the Chief Operating Officer of ADDTEL Communications, Mr. Lonstein has extensive experience in Sales and Marketing functions both inside and outside of the telecommunications industry. Mr. Lonstein has previously held positions at On Target Market Research, Tel-Aviv based USTM Partners, and has consulted for various international telecommunications conglomerates.



ARNO VIGEN, CHIEF FINANCIAL OFFICER

Mr. Vigen brings 30 years of financial and executive management including as former COO of Inc. 500 Winner, the #1 Fastest Growing Private Company in the USA 1999, Justice Technology, and VP Finance for GSM and national carriers overseas as well as acquisitions by IDB Communications of FTC Communications - France Telecom (USA), World Communications (formerly part of ITT - International Telephone and Telegraph) and IDB itself's sale to LDDS.*



TONY C. LONSTEIN, EXECUTIVE VP INVESTOR RELATIONS

With over 30 years experience in international trading, Mr. Lonstein was the former co-founder and Chairman of ADDTEL Communications, Mr. Lonstein was responsible for the overall strategic direction for ADDTEL. Mr. Lonstein was involved in extensive negotiations with major carriers, including AT&T and MCI AireSpring, as well as with major customers, which included such companies as Earthlink Network. Mr. Lonstein's prior experience includes the complex structure of several multinational trading agreements, as well as international import/export and commodities trading.



DAVID LONSTEIN, EXECUTIVE VP PRODUCT MANAGEMENT

Mr. Lonstein previously ran the Customer Service Division at ADDTEL Communications, and has extensive experience in all aspects of the telecommunications industry.



DON GREENSTEIN, SENIOR VP OPERATIONS

Don Greenstein previously held the Vice President Operations position at ADDTEL Communications, and has extensive experience in telecommunications networks, switching, billing and computer/telephony integration. He has previously held senior management positions at various telecom companies including Equalnet Communications, Coyote Network Systems, Relay Point Networks and Maverick Telecom.



TODD REGAN, SENIOR VP MARKETING

Todd Regan is a marketing innovator and recognized blogger and social marketing leader with a dozen years experience in the Telecom industry. Todd spent many years developing cutting edge telecommunications call centers in India at the forefront of the outsourcing movement and continuously involves himself in the technological advances in the Communications, Internet, and Social Networking Industries. Prior to joining AireSpring, Todd served 7 years as Senior Vice President of International Operations for various divisions of GTC Telecom, and several years managing several departments in the Desert Southwest region of Nextel Communications.



RON MCNAB, SENIOR VP PRODUCT MANAGEMENT

Prior to joining AireSpring, Ron held the position of General Manager for TelePacific Communications Las Vegas and San Jose offices. He has held various positions in Sales, Sales Training and Executive Management over the past thirteen years in the telecommunications industry with MCI/WorldCom and XO Communications. He was in Sales and Sales Training with the University of Phoenix prior to joining MCI/WorldCom in 1994.